

NOTICE OF RELX PLC GENERAL MEETING

RELX PLC

(incorporated in England and Wales under the
Companies Act 2006 with registered number 00077536)

Notice is hereby given that a general meeting of RELX PLC (the *Company*) will be held at Haymarket Hotel, 1 Suffolk Place, London SW1Y 4HX on 27 June 2018 commencing at 9.40 a.m. (BST) (or, if later, as soon thereafter as the meeting of the holders of ordinary shares in the Company convened by the direction of the High Court of Justice Business and Property Courts of England and Wales (the *Court*) for 9.30 a.m. (BST) on the same day and at the same place shall have concluded or been adjourned) for the purpose of considering and, if thought fit, passing the resolutions set out below.

All of the resolutions will be proposed as ordinary resolutions.

1. **THAT**, having noted the following:

- (i) the Company and RELX N.V. (together, the *Merging Companies*) intend to merge pursuant to Council Directive 2005/56/EC on Cross Border Mergers of Limited Liability Companies (the *Directive*) as implemented in the United Kingdom by the Companies (Cross-Border Mergers) Regulations 2007 (the *UK Cross-Border Mergers Regulations*) and in the Netherlands by Part 7 of Book 2 of the Dutch Civil Code (the *Dutch Civil Code*), as a result of which: (i) all the assets and liabilities of RELX N.V. will be transferred under universal succession of title to RELX PLC; and (ii) RELX N.V. will be dissolved without going into liquidation and cease to exist (the *Merger*);
 - (ii) the directors of the Merging Companies have each adopted common draft terms of the Merger (the *Common Draft Terms of Merger*), a copy of which has been produced to this meeting and initialled for the purposes of identification by the Chairman;
 - (iii) under the Common Draft Terms of Merger, shareholders in RELX N.V. are to receive one new ordinary share of 14 ^{51/116} pence in the Company (*New RELX PLC Share*) in exchange for each existing ordinary share of €0.07 held by them in RELX N.V. (the *Exchange Ratio*);
 - (iv) each of BDO LLP and Mazars Paardekooper Hoffman N.V. has issued a report in which, *inter alia*, as required by regulation 9(5)(c)(iii) of the UK Cross-Border Mergers Regulations and section 2:328 of subsection 1 of the Dutch Civil Code, it gives its opinion that the Exchange Ratio is reasonable;
- (a) the Common Draft Terms of Merger be and are hereby approved in their original form or with or subject to any modification, addition or condition approved or imposed by the Court and consented to by the directors of both the Company and RELX N.V.; and
 - (b) in addition to all existing authorities, the Directors be unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, in connection with the Merger up to an aggregate nominal amount of £136.3 million for a period expiring at the close of business on the conclusion of RELX PLC's next annual general meeting to be held in respect of the current financial year or, if earlier, at the close of business on 19 July 2019 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Directors may make an offer or agreement, before this authority expires, which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

2. **THAT**, for the purposes of article 142 of the Company's articles of association, the maximum aggregate amount of ordinary remuneration payable to directors of the Company who do not hold executive office for their services (excluding any other amounts payable to such directors under any other relevant provisions of the articles of association of the Company) be increased from £500,000 per annum to £2,000,000 per annum.

By order of the Board

Henry Udow

Company Secretary

9 May 2018

Registered Office: 1-3 Strand, London WC2N 5JR

Notes:

Resolutions

- (1) Resolution 2 proposes to increase the limit on the aggregate amount of ordinary remuneration payable to the Chairman and Non-Executive Directors of the Company (excluding any other amounts payable to the Chairman and Non-Executive Directors under relevant provisions of the articles of association of the Company) from £500,000 per annum to £2,000,000 per annum. Currently, the Chairman and each of the Non-Executive Directors receive a fee from each of the Company, RELX NV and RELX Group plc in respect of their role as a director of each company. Following the Merger, it is intended that all such fees will be paid by the Company only. The proposed increased limit on fees that may be paid to the Chairman and Non-Executive Directors by the Company of £2,000,000 per annum is equal to the aggregate of the existing annual fee limits approved by shareholders of the Company, RELX NV and RELX Group plc of £500,000, Euro 600,000 and £1,000,000, respectively, and is intended to ensure that the Chairman and Non-Executive Directors can continue to be paid the same fees following the effective date of the Merger. It is not intended that the actual fees paid to the Chairman or any Non-Executive Director will be increased as a result of the Merger.

Proxy appointment

- (2) Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may only be appointed: (i) by completion and return of the White Proxy Form; (ii) online at www.relx.com/vote. You will need your personal Voting ID, Task ID and Shareholder Reference Number shown on your White Proxy Form; or (iii) via the CREST electronic proxy appointment service, as described in paragraphs 9 to 12 below.
- (3) To be valid any White Proxy Form or other such instrument appointing a proxy must reach the Company's Registrar not less than 48 hours (excluding non-working days) before the time of the General Meeting.
- (4) The return of a completed White Proxy Form, other such instrument or any CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.

Nominated persons

- (5) Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (6) The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 4 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

Right to attend and vote at the General Meeting

- (7) To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. (BST) on 25 June 2018 (or if this meeting is adjourned, in the Register of Members at 6.00 p.m. (BST) two working days before the date of any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Total voting rights

- (8) As at 4 May 2018 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consisted of 1,051,287,659 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 May 2018 were 1,051,287,659.

CREST members

- (9) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (10) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID RA19) not less than 48 hours (excluding non-working days) before the time of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (11) CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (12) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

- (13) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases, the power is treated as not exercised.

Members' resolutions and matters under sections 338 and 338A of the Companies Act 2006

- (14) Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 14 May 2018, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Joint Holders

- (15) In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.

Attendance at the General Meeting

- (16) Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (17) For those shareholders receiving paper copies, a Registration Form is attached to the White Proxy Form enclosed with this Notice. Please bring the Registration Form with you to help facilitate your admission to the meeting. The General Meeting will start at 9.40 a.m. (BST) (or as soon thereafter as the meeting convened by the Court has concluded or been adjourned) and registration will be available from 8.55 a.m. (BST). Please arrive by 9.25 a.m. (BST) to allow time for registration.
- (18) For the safety and comfort of those attending the General Meeting, security measures will be in place at the meeting. Certain items will not be permitted in the meeting. These include cameras, recording equipment, and items of any nature with potential to cause disorder and such other items as the chairman of the meeting may specify. Mobile telephones must be switched off during the meeting.
- (19) The meeting is easily accessible for wheelchair users.

Availability of documents and other information

- (20) A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.relx.com.
- (21) You may not use any electronic address provided either in this Notice or any related documents (including the White Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Voting results

The results of the voting at the General Meeting will be announced through a Regulatory Information Service and will appear on the Company's website (www.relx.com) following the conclusion of the General Meeting.